

AMENDMENT TO AMALGAMATION AGREEMENT

THIS AGREEMENT (the “**Amending Agreement**”) made the 18th day of May, 2021

AMONG:

SILVER MOUNTAIN MINES INC., a corporation incorporated under the Alberta *Business Corporations Act*

(“**Silver Mountain**”)

AND:

NEVGOLD CORP., a corporation incorporated under the British Columbia *Business Corporations Act*

(“**Nevgold**”)

AND:

1288412 B.C. LTD., a corporation incorporated under the British Columbia *Business Corporations Act*

(“**Newco**”)

BACKGROUND:

- A. Silver Mountain, Nevgold and Newco entered into an amalgamation agreement dated February 17, 2021 (the “**Amalgamation Agreement**”) pursuant to which Silver Mountain and Nevgold proposed to complete a business combination (the “**Business Combination**”) by way of an amalgamation under the provisions of the *Business Corporations Act* (British Columbia) of Nevgold and Newco, a wholly-owned subsidiary of Silver Mountain.
- B. Silver Mountain, Nevgold and Newco wish to amend the Amalgamation Agreement as set out in this Amending Agreement, in order to extend the completion date for the Business Combination to June 30, 2021.

The parties therefore agree as follows:

1. Defined Terms

Defined terms used but not defined in this Amending Agreement are as defined in the Amalgamation Agreement.

2. Amendment to the Amalgamation Agreement

The Amalgamation Agreement is hereby amended by deleting the definition of “**Completion Deadline**” in Section 1.1(l) of the Amalgamation Agreement in its entirety and replacing it with the following new definition of “**Completion Deadline**” in Section 1.1(l) of the Amalgamation Agreement:

“Completion Deadline” means the latest date by which the transactions contemplated by this Agreement are to be completed, which date shall be June 30, 2021 or such later date as the Parties may mutually agree in writing;

3. Ratification

The parties hereby ratify and confirm the terms and conditions of the Amalgamation Agreement as amended by this Amending Agreement.

4. Interpretation

This Amending Agreement and the Amalgamation Agreement will together constitute and be read as one and the same written instrument, and the Amalgamation Agreement, as amended by this Amending Agreement, will continue in full force and effect. All references to the Amalgamation Agreement in any other document, instrument or certificate delivered in connection with the Amalgamation Agreement will be deemed to be references to the Amalgamation Agreement as amended hereby.

5. Enurement

This Amending Agreement will enure to the benefit of the parties hereto and their respective successors and permitted assigns and will be binding upon the parties hereto and their respective successors. This Amending Agreement may not be assigned by any party hereto without the prior written consent of the other parties hereto.

6. Governing Law

This Amending Agreement will be governed by and be construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein, but the reference to such laws will not, by conflict of laws rules or otherwise, require the application of the law of any jurisdiction other than the Province of British Columbia. The parties hereby irrevocably attorn to the exclusive jurisdiction of the courts of the Province of British Columbia.

7. Counterparts

This Amending Agreement may be signed by the parties in any number of facsimile, electronic or original counterparts, each of which will be deemed to be an original and all of which taken together will be deemed to constitute one and the same instrument.

8. Delivery by Electronic Transmission

Delivery of a signed copy of this Amending Agreement by any party by electronic transmission will be as effective as personal delivery of an originally signed copy of this Amending Agreement by that party.

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IN WITNESS WHEREOF the parties have executed this Amending Agreement as of the date first above written.

SILVER MOUNTAIN MINES INC.

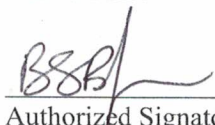
Per: 

Authorized Signatory

Steve Konopelky
Name

Director
Title

NEVGOLD CORP.

Per: 

Authorized Signatory

Brandon Bonifacio
Name

President and CEO
Title

1288412 B.C. LTD.

Per: 

Authorized Signatory

Steve Konopelky
Name

Director
Title